

**Exhibit D**

**Mayer Brown LLP Time and Expense Records**

**(October 1, 2023 to October 31, 2023)**

<b>Name of Applicant</b>	<i>Mayer Brown LLP</i>
Authorized to Provide Professional Services to:	Perella Weinberg Partners LP (Investment Banker to the Debtors)
Date of Retention:	<i>nunc pro tunc</i> to November 16, 2022
Period for which compensation and reimbursement is sought:	October 1, 2023 through October 31, 2023
Amount of Compensation sought as actual, reasonable and necessary:	\$71,914.50
80% of Compensation sought as actual, reasonable and necessary:	n/a
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$2.75

This is a(n) X monthly \_\_\_\_ interim \_\_\_\_ final application. No prior application has been filed with respect to this Fee Period.

**PRIOR MONTHLY FEE STATEMENTS FILED**

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
09/14/2023	Dec. 1, 2022 to June 30, 2023	\$171,523.50	\$506.96	Pending	Pending
12/06/2023	July 1, 2023 to July 31, 2023	\$215,428.50	\$9,971.41	Pending	Pending
12/06/2023	August 1, 2023 to Sept. 30, 2023	\$26,842.50	\$1,625.46	Pending	Pending

**SUMMARY OF BILLING BY PROFESSIONAL  
OCTOBER 1, 2023 THROUGH AND INCLUDING OCTOBER 31, 2023**

Timekeeper Name	Position	Year of Admission	Year of Law School Graduation	Hourly Rate	Total Hours Billed	Total Compensation
Charles S. Kelley	Partner	1992	1991	\$1,415.00	3.4	\$4,811.00
<b>Partner Total</b>					<b>3.4</b>	<b>\$4,811.00</b>
Anna V. Durham	Associate	2021	2020	\$725.00	18.1	\$13,122.50
Kathryne M. Gray	Associate	2014	2013	\$1,050.00	24.20	\$25,410.00
Susan L. Alkadri	Associate	2019	2019	\$790.00	.6	\$474.00
Carolina A. Herrera	Associate	2021	2021	\$665.00	22.6	\$15,029.00
Hunter B. Newell	Associate	2021	2021	\$605.00	21.6	\$13,068.00
<b>Associate Total</b>					<b>87.1</b>	<b>\$67,103.50</b>
<b>GRAND TOTAL</b>					<b>90.5</b>	<b>\$71,914.50</b>

**Blended Hourly Rate: \$794.64****STATEMENT OF FEES BY PROJECT CATEGORY  
OCTOBER 1, 2023 THROUGH AND INCLUDING OCTOBER 31, 2023**

Project Name	Hours	Fee Amount
ADVISORY SERVICES TO PWP AS INVESTMENT BANKER <sup>2</sup>	90.5	\$71,914.50
<b>TOTAL</b>	<b>90.5</b>	<b>\$71,914.50</b>

<sup>2</sup> Mayer Brown LLP provides advisory services to PWP as Investment Banker to the Debtors. In such capacity, Mayer Brown LLP has advised PWP on a number of issues including, but not limited to, deal and sale process-related issues, investor and other case constituent relations, and consideration of conflict issues.

**SUMMARY OF ACTUAL AND NECESSARY EXPENSES**

<b>Disbursement Summary</b>		
<b>Expense Category</b>	<b>Service Provider,<sup>3</sup> if Applicable</b>	<b>Amount</b>
Color Document Reproduction	n/a	\$2.75
<b>TOTAL</b>		<b>\$2.75</b>

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<sup>3</sup> Mayer Brown LLP may use one or more service providers. The service providers identified herein are the primary service providers for the categories described.

**MAYER | BROWN**

November 9, 2023

Invoice Number: 100140272

Mayer Brown LLP  
311 West Monroe Street  
Chicago, IL 60606-9908

T: +1 312 782 0600  
F: +1 312 701 7711  
mayerbrown.com

Firm Tax ID No: 36-1447220

Perella Weinberg Partners LP  
1111 Bagby Street  
Suite 4900  
Houston, TX 77002

Attn: Jennie Miller

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For professional services rendered for the period ended October 31, 2023

**Re: FTX Chapter 11**  
**Matter No: 22726417**

Fees	\$71,914.50
Disbursements	<u>2.75</u>
<b>Total Fees and Disbursements</b>	<b><u>\$71,917.25</u></b>

**Wire Transfer or ACH Credit Payments (Preferred)**

**Bank:** Bank of America **Bank Address:** 135 South LaSalle Street, Chicago, IL 60603 **Account #:** 8765663350 **ACH ABA#:** 121000358  
**Wire ABA #:** 026009593 **International Wires Swift Code:** BOFAUS3N **Remittance Detail Email:** payments@mayerbrown.com

## Mayer Brown LLP

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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
10/02/23	<b>Durham, Anna V.</b> Correspond with vendor re document review strategy, including creation of specialized review panel.	0.30
10/04/23	<b>Durham, Anna V.</b> Coordinate with MB team re review protocol and next steps.	0.80
10/05/23	<b>Durham, Anna V.</b> Correspond with MB team re review team composition and next steps.	0.40
10/05/23	<b>Gray, Kathryne M.</b> Strategize document review scope and privilege issues with A. Durham.	0.60
10/05/23	<b>Herrera, Carolina A.</b> Correspond with team re document review project parameters and timeline.	0.20
10/06/23	<b>Durham, Anna V.</b> Draft and finalize review protocol, including regarding issues of confidentiality, privilege, and responsiveness, and circulate same to review team.	2.60
10/06/23	<b>Gray, Kathryne M.</b> Conduct review of PWP documents and communications for purposes of responding to requests for production by FTX Digital Markets Ltd. and Joint Provisional Liquidators in adversary proceeding; strategize scope of review and privilege issues with A. Durham.	1.80
10/06/23	<b>Gray, Kathryne M.</b> Conference with A&M re new document review project; follow-up correspondence with document review team.	0.60
10/06/23	<b>Kelley, Charles S.</b> Discussion with A. Durham issues on materials to produce and sensitivity negotiations (0.5); email to Bruce and Kevin regarding [REDACTED] before production under subpoena to foreign requestors (0.3).	0.80
10/06/23	<b>Newell, Hunter B.</b> Review casefile to prepare for PWP document review.	0.50
10/07/23	<b>Durham, Anna V.</b> Correspond with vendor re review protocol, including confidentiality flags and batching; review and analyze documents for responsiveness, privilege, and confidentiality concerns.	1.30
10/07/23	<b>Kelley, Charles S.</b> Follow up with PWP regarding production and issues under negotiation (0.3); follow up emails with Kevin regarding scheduling call, documents and production (0.2).	0.50
10/08/23	<b>Durham, Anna V.</b> Review and analyze documents for responsiveness, privilege, and confidentiality	0.30

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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
	concerns.	
10/08/23	<b>Herrera, Carolina A.</b> Analyze and review background documents regarding case, review project, confidentiality concerns and privilege concerns.	0.50
10/09/23	<b>Alkadri, Susan L.</b> Begin review of case summary and background materials, analysis of document review strategy with A. Durham (re: PWP document review).	0.60
10/09/23	<b>Durham, Anna V.</b> Correspond with vendor re review protocol, including confidentiality flags and batching; review and analyze documents for responsiveness, privilege, and confidentiality concerns; conferences with review team and client re scope of review and ongoing FTX-related projects.	3.30
10/09/23	<b>Gray, Kathryne M.</b> Conference with PWP team re confidential matters for purposes document review; follow-up with document review team re scope of review.	0.70
10/09/23	<b>Gray, Kathryne M.</b> Conference with [REDACTED]	1.40
10/09/23	<b>Herrera, Carolina A.</b> Correspond with A. Durham re document review parameters; review documents for responsiveness to FTX, privilege, and confidentiality.	2.90
10/09/23	<b>Newell, Hunter B.</b> Document review of FTX-PWP ESI for relevancy, privilege and confidentiality, [REDACTED].	5.00
10/10/23	<b>Durham, Anna V.</b> Coordinate with review team on confidentiality and privilege calls; review and analyze documents.	1.70
10/10/23	<b>Gray, Kathryne M.</b> Analyze review parameters and develop privilege review strategy for document review project related to requests for production by FTX Digital Markets Ltd. and Joint Provisional Liquidators in adversary proceeding; conduct review of documents for purposes of responding to same.	1.30
10/10/23	<b>Herrera, Carolina A.</b> Correspond with team regarding document review questions re potential confidential projects; review documents for responsiveness to FTX/privilege/confidentiality.	4.00
10/10/23	<b>Newell, Hunter B.</b> Document review of FTX-PWP ESI for relevancy, privilege and confidentiality, [REDACTED].	6.00
10/11/23	<b>Durham, Anna V.</b>	0.40

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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
	Coordinate with review team on confidentiality and privilege calls.	
10/11/23	<b>Herrera, Carolina A.</b> Correspond with team regarding document review questions re potential confidential projects; review documents for responsiveness to FTX/privilege/confidentiality.	4.50
10/12/23	<b>Durham, Anna V.</b> Coordinate with review team on confidentiality and privilege calls; further review and analysis of documents.	1.20
10/12/23	<b>Gray, Kathryne M.</b> Conduct second-line review of PWP documents and communications for purposes of responding to requests for production by FTX Digital Markets Ltd. and Joint Provisional Liquidators in adversary proceeding.	2.30
10/12/23	<b>Herrera, Carolina A.</b> Review documents for responsiveness to FTX-related/Focus 2.0 related substance, privilege and confidentiality; correspond with team regarding scope of confidential projects to tag.	5.40
10/12/23	<b>Kelley, Charles S.</b> Attention to certain lists from documents and producibility and responsiveness questions from reviewers.	0.30
10/12/23	<b>Newell, Hunter B.</b> Document review of FTX-PWP ESI for relevancy, privilege and confidentiality, [REDACTED].	4.50
10/13/23	<b>Durham, Anna V.</b> Conference with review team and client on confidentiality and privilege calls, including regarding gp/venture process; further review and analysis of documents.	2.10
10/13/23	<b>Gray, Kathryne M.</b> Strategize scope of confidential and privilege withholding for purposes of reviewing documents in response to requests for production by FTX Digital Markets Ltd. and Joint Provisional Liquidators in adversary proceeding; correspond with client re same.	1.80
10/13/23	<b>Gray, Kathryne M.</b> Conduct second-line review of PWP documents and communications for purposes of responding to requests for production by FTX Digital Markets Ltd. and Joint Provisional Liquidators in adversary proceeding.	0.80
10/13/23	<b>Herrera, Carolina A.</b> Review documents for responsiveness to FTX/Focus 2.0, privilege, and confidentiality concerns; participate in telephone conference with team regarding scope of document review confidentiality tagging.	3.50
10/13/23	<b>Newell, Hunter B.</b> Document review of FTX-PWP ESI for relevancy, privilege and confidentiality, [REDACTED]; call with PWP contact and	1.00



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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
	meeting with MB team re: same.	
10/16/23	<b>Durham, Anna V.</b> Coordinate with MB team on confidentiality concerns pursuant to review and analysis of documents.	0.30
10/17/23	<b>Durham, Anna V.</b> Review and analyze correspondence and conference with C. Kelley re research into conflicts issue.	1.20
10/17/23	<b>Herrera, Carolina A.</b> Correspond with team re status of document review project.	0.10
10/17/23	<b>Kelley, Charles S.</b> Consider and evaluate Emmanuel issue and discuss same with J. Miller.	1.50
10/18/23	<b>Durham, Anna V.</b> Further review and analysis of correspondence and research into conflicts issue.	0.40
10/18/23	<b>Kelley, Charles S.</b> Attention to email from client on Emmanuel issue and approach on restructuring issues.	0.30
10/19/23	<b>Gray, Kathryne M.</b> Conduct second-line review of PWP documents and communications for purposes of responding to requests for production by FTX Digital Markets Ltd. and Joint Provisional Liquidators in adversary proceeding.	2.40
10/19/23	<b>Herrera, Carolina A.</b> Correspond with team re scope of document review confidentiality/privilege tagging.	0.20
10/19/23	<b>Newell, Hunter B.</b> Document review of FTX-PWP ESI for relevancy, privilege and confidentiality, [REDACTED].	0.80
10/20/23	<b>Gray, Kathryne M.</b> Draft written instructions to review team re representative issues and confidential documents for purposes of responding to requests for production by FTX Digital Markets Ltd. and Joint Provisional Liquidators in adversary proceeding; review and analyze bankruptcy and adversary filings to better understand venture confidential issues.	2.80
10/20/23	<b>Newell, Hunter B.</b> Document review of FTX-PWP ESI for relevancy, privilege and confidentiality, [REDACTED].	0.80
10/21/23	<b>Gray, Kathryne M.</b> Conduct privilege and second-line confidentiality review of PWP documents and communications for purposes of responding to requests for production by FTX Digital Markets Ltd. and Joint Provisional Liquidators in adversary proceeding; research confidential concerns in bankruptcy proceedings for purposes of providing instructions to review team.	2.70

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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
10/22/23	<b>Gray, Kathryne M.</b> Conduct privilege and second-line responsiveness review of PWP documents and communications for purposes of responding to requests for production by FTX Digital Markets Ltd. and Joint Provisional Liquidators in adversary proceeding.	2.40
10/23/23	<b>Durham, Anna V.</b> Correspond with MB team re confidentiality concerns on document review.	0.10
10/23/23	<b>Gray, Kathryne M.</b> Conduct second-line review of PWP documents and communications for purposes of responding to requests for production by FTX Digital Markets Ltd. and Joint Provisional Liquidators in adversary proceeding.	2.30
10/23/23	<b>Herrera, Carolina A.</b> Review scope of document review project, analyzing sample documents displaying tagging categories.	0.50
10/23/23	<b>Newell, Hunter B.</b> Document review of FTX-PWP ESI for relevancy, privilege and confidentiality, [REDACTED]; call with PWP contact and meeting with MB team re: same.	2.50
10/24/23	<b>Durham, Anna V.</b> Conference with MB team re confidentiality concerns on document review.	0.20
10/24/23	<b>Herrera, Carolina A.</b> Discuss background for coding with H. Newell, review sample documents by category, checking on document reviewer status.	0.30
10/25/23	<b>Herrera, Carolina A.</b> Correspond with team re status of document tagging edits.	0.10
10/25/23	<b>Newell, Hunter B.</b> Document review of FTX-PWP ESI for relevancy, privilege and confidentiality, [REDACTED]; call with PWP contact and meeting with MB team re: same.	0.50
10/30/23	<b>Durham, Anna V.</b> Conference and correspond with MB review team re coding panel and confidentiality concerns related to monetization process and strategy.	1.50
10/30/23	<b>Gray, Kathryne M.</b> Instruct review team re scope of review of PWP documents and communications for purposes of responding to requests for production by FTX Digital Markets Ltd. and Joint Provisional Liquidators in adversary proceeding.	0.30
10/30/23	<b>Herrera, Carolina A.</b> Correspond with team re scope of confidentiality tags.	0.20
10/31/23	<b>Herrera, Carolina A.</b> Correspond with team re status of document review, strategy, project completion timeline.	0.20

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<u>DESCRIPTION OF LEGAL SERVICES</u>			
<u>Date</u>	<u>Timekeeper Name</u>		<u>Hours</u>
<b>Total Hours</b>			<b>90.50</b>

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Disbursements

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
10/12/23	Color Document Reproduction	6	1.50
10/12/23	Color Document Reproduction	5	1.25
<b>Total Disbursements</b>			<b>\$2.75</b>

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TIMEKEEPER SUMMARY

<u>Name</u>	<u>Hours</u>	<u>Amount</u>
Alkadri, Susan L.	0.60	474.00
Durham, Anna V.	18.10	13,122.50
Gray, Kathryne M.	24.20	25,410.00
Herrera, Carolina A.	22.60	15,029.00
Kelley, Charles S.	3.40	4,811.00
Newell, Hunter B.	21.60	13,068.00
<b>Total Legal Fees</b>	<b>90.50</b>	<b>\$71,914.50</b>

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DISBURSEMENTS SUMMARY

<u>Disbursements</u>	<u>Amount</u>
Color Document Reproduction	2.75
<b>Total Disbursements</b>	<b>\$2.75</b>

# REMITTANCE

Please enclose this remittance advice with your payment so that your account may be properly credited.

Client: Perella Weinberg Partners LP

Matter: 22726417 FTX Chapter 11

Invoice Number: 100140272

Invoice Date: November 9, 2023

**Current Invoice Amount :** \$71,917.25

**Previous Outstanding Balance:** **20,348.40**

Invoice Number	Invoice Date	Amount Due
100131238	10/16/23	20,348.40

**TOTAL DUE AND OUTSTANDING:** **\$92,265.65**

## Wire Transfer or ACH Credit Payments (Preferred)

<b>Bank</b>	Bank of America
<b>Bank Address</b>	135 South LaSalle Street, Chicago, IL 60603
<b>Account #</b>	8765663350
<b>Account Type</b>	Checking
<b>ACH Payment ABA#</b>	121000358
<b>Wire Payment ABA #</b>	026009593
<b>International Wires Swift Code</b>	BOFAUS3N
<b>Remittance Detail Email</b>	payments@mayerbrown.com

*If remitting by check, please send this page along with the check to:*

Mayer Brown LLP, 2027 Collection Center Drive, Chicago, IL 60693-0020

<b>Amount Enclosed</b>	<b>\$</b>
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### **FOR BANK USE ONLY:**

Payor Code: 134374  
Apply Invoices: 100140272

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

**CERTIFICATION OF BRUCE MENDELSON**

I, Bruce Mendelsohn pursuant to 28 U.S.C. § 1746, to the best of my knowledge and belief, and after reasonable inquiry, hereby certify that:

1. I am a Partner with Perella Weinberg Partners LP (“PWP”), and I am duly authorized to make this certification on behalf of Perella Weinberg Partners LP. PWP was retained by FTX Trading Ltd. and its affiliated debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”). This certification is made in support of the *Twelfth Monthly Fee Statement of Perella Weinberg Partners LP as Investment Banker to the Debtors and Debtors-in-Possession for Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred for the Period from October 1, 2023 through and including October 31, 2023* (the “Monthly Fee Statement”) and in compliance with rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure the United States Bankruptcy Court for the District of Delaware (the “Rule”).

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<sup>1</sup> The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson’s Commercial Complex, Friars Hill Road, St. John’s, Antigua and Barbuda.



2. I have read the Application, and I certify that the Application substantially complies with the Rule.

Respectfully,

Perella Weinberg Partners LP

By: *Bruce Mendelsohn*  
Bruce Mendelsohn  
Title: Partner